

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 05-44481 (RDD)
Delphi Corporation, et al., : (Jointly Administered)
Debtors. :
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**FINAL ORDER UNDER SECTIONS 328 AND 1103 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 AUTHORIZING
THE EMPLOYMENT AND RETENTION NUNC PRO TUNC FROM NOVEMBER 9,
2007 OF THE GREGORY P. JOSEPH LAW OFFICES LLC AS CONFLICTS
COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY HOLDERS**

Upon the emergency application, dated November 13, 2007 (the “Application”), of the Official Committee of Equity Security Holders (the “Equity Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for an order (the “Order”) pursuant to sections 328 and 1103 of Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) authorizing the retention and employment of the Gregory P. Joseph Law Offices LLC (the “Joseph Firm”), as conflicts counsel to the Equity Committee *nunc pro tunc* to November 9, 2007; and upon the Declaration of Gregory P. Joseph in Support of the Application for Order Authorizing Employment and Retention of Gregory P. Joseph Law Offices LLC as Conflicts Counsel to the Official Committee of Equity Security Holders; and the Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given, and no other further notice is necessary; and no

objections to the Application having been filed; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby:

ORDERED, that the Application is granted in all respects on a final basis; and it is further

ORDERED that the Equity Committee is authorized to retain the Joseph Firm as its conflicts counsel, pursuant to Bankruptcy Code §§ 328 and 1103, on the terms described in the Application and the Declaration of Gregory P. Joseph, to perform necessary legal services to the Equity Committee; and it is further

ORDERED that payment of the Joseph Firm's fees and expenses shall be made, subject to Bankruptcy Court review and approval, pursuant to the terms described in the Application and the Declaration of Gregory P. Joseph, in accordance with sections 328, 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and Orders of this Court and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, adopted on January 30, 1996; it is further

ORDERED that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: December 4, 2007
New York, New York

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE